



AIREDALE TERRIER CLUB OF CANADA CONSTITUTION

Ratified at the Annual General Meeting of May 19, 2002

ARTICLE 1 - NAME

The corporation shall be called 'The Airedale Terrier Club of Canada', hereinafter referred to as "the Club" or "the ATCC".

ARTICLE 2. AFFILIATION

The Club shall maintain recognition by the Canadian Kennel Club, hereinafter referred to as "the CKC", and shall operate in accordance with the By-Laws, Rules, Regulations and Policies of the CKC.

ARTICLE 3 - PURPOSE AND OBJECTIVES

The objectives of the Club are:

- 3.1 to develop interest in and increase knowledge of, and otherwise advance and protect the Airedale breed;
- 3.2 to promote conscientious and careful breeding, the training and the exhibiting of purebred Airedale Terriers, bred to the CKC standard;
- 3.3 to guard against the commercial exploitation of the Airedale breed;
- 3.4 to encourage and assist breeders and new owners, wherever possible;
- 3.5 to conduct shows, and events, for members and guests;
- 3.6 to encourage the detection and prevention of hereditary and acquired diseases of the Airedale Terrier, and encourage responsible breeding practices and the assumption of responsibility in solving any of the resultant problems in an ethical manner; and
- 3.7 to support these aims it will publish the "King's Herald" as often as required, to circulate pertinent information.

ARTICLE 4 - OTHER PROVISIONS

No member will knowingly sell any dog, puppy, litter, or provide stud service to a pet shop, dealer or catalogue house. In no way will any member aid the sale of an Airedale Terrier through a pet shop, or dealer, or catalogue house.

All young puppies should be sold on a non-breeding agreement to be released upon maturity of the animal at the breeder's discretion.

No member will breed a bitch unless she/he has the time and facilities to properly care for the puppies and the dam,

ARTICLE 5 - AREA OF OPERATION

The area of operation of the Club shall be the Country of Canada.

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THE AIREDALE TERRIER CLUB OF CANADA BY-LAWS

ARTICLE 1 - DEFINITIONS

For the purposes of these By-laws, the following interpretations shall apply:

"Absent/absence" - shall refer to the resignation, termination or leave of a person holding office;

"Board of Directors" - hereinafter called "the Board" shall mean the elected Board of Directors of the Airedale Terrier Club of Canada:

"Booster" - shall mean a show where the ATCC shall provide keeper trophies to encourage exhibition of Airedale Terriers;

"Branch" - shall mean a Regional Club falling under the mandate of the ATCC;

"By-laws" - shall mean the ByJaws of the Airedale Terrier Club of Canada;

"CKC Region" - shall mean one of the six Canadian Kennel Club Regions, being: British Columbia, Prairie Provinces (AB, SK, &MB), Ontario, Quebec and Atlantic Region \ (NB, NS, PE, NF), Yukon & NWT;

"Club"- shall mean the Airedale Terrier Club of Canada, herein after called "the ATCC" or "the Club":

"Election Officer" - shall refer to the person in charge of mailing out ballots and proxy votes;

"Expel" - shall mean termination of membership in the Club and depriving the person so expelled from all privileges of the Club;

"Floating Specialty" - shall mean a regional, specialty show for Airedale Terriers only, which is administered by the Regional Director with the approval of the ATCC and the CKC;

"General Meeting" - shall mean any meeting of the ATCC open to the membership;

"Leaving President" - shall mean the President that was elected to the previous Board;

"Member" - shall mean a member of the ATCC:

"National Specialty" - shall mean the annual, national show for Airedale Terriers only, which is held by the ATCC and approved by the CKC;

"Past-President" - shall mean a person who has held the office of President in the past;

"Regional Director" - shall mean the person chosen by the Board to represent that Region on the Executive.

"Special General Meeting" - shall mean a meeting which is not an Annual General Meeting or an General Meeting;

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'Suspend" - shall mean that a member is deprived, for the period ordered, of all the privileges of the Club;

ARTICLE 2 - CORPORATE SEAL

The Seal, an impression whereof is stamped in the margin hereof, shall be the seal of the corporation.

ARTICLE 3 – MEMBERSHIP

3.1 Membership Year

3.1.1 The membership and fiscal year of the Club shall be from the first of January to the thirty-first of December.

3.2 Classes of Membership

3.2.1 General Membership shall be open to all persons who are in accordance with the above Purpose and Objectives of the Club;

3.2.2 Life Membership shall be awarded to all Past-President of the Club who held membership in good standing for ten years. A Life Member shall be exempt from paying the annual membership renewal fee and shall have full voting privileges. The spouse/partner of the Life Member shall have all the rights and privileges as those accorded to the Life Member.

3.3 Requirements

3.3.1 Membership shall be open to all persons who are in accordance with the above Purpose and Objectives of the Club,

3.3.2 All applications for membership are to be sent to the Secretary and must be on the appropriate form as approved by the Executive and contain the following:

- A) the completed and signed form
- B) the prescribed annual fee
- C) the signature of a sponsor who is an existing Club Member in good standing, except in the case of an isolated location where no Member lives within a radius of one hundred miles.

3.3.3 Membership must be approved by a simple majority vote of the Members present at a General Meeting or Annual Meeting.

3.3.4 No person shall be eligible for, or continue to enjoy membership in the ATCC who:

- A) is under suspension or expulsion by the CKC or similar organization; or
- (B) is actively engaged in the breeding, buying or selling of dogs which are not pure bred, or are not registered; or
- (C) is indebted to the Club in any way for longer than one month after the account is due, unless satisfactory arrangements have been made for

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payment; or

(D) has been expelled under Article 3.4 of these By-laws.

Any applicant who has been rejected must be provided in writing with a reason for such rejection.

3.3.5 The membership fees shall be set at the discretion of the Executive of the ATCC.

3.3.6 No person under the age of eighteen years shall have voting privileges.

3.4 Discipline

3.4.1 Any Member of the Airedale Terrier Club of Canada, hereinafter called "the ATCC" or "the Club", who is suspended from the privileges of the CKC automatically shall be suspended from the Club. Loss of all privileges for the same period of time shall be enforced for all CKC suspensions.

3.4.2 The Board of Directors, hereinafter called the Board, shall have the power to expel from the Club any Officer or Member who has failed to observe the ideals and rules of the Constitution, or who has jeopardized the good name of the Club or the integrity of any of its Members by word, deed, or omission.

3.4.3 The Board will appoint a Complaint and Disciplinary Committee, hereinafter called the "Committee" consisting of two Members of the Board plus one other Member in good standing of the ATCC.

3.4.4 The Committee is required to give written notice by registered mail setting out the date, time, place and the reason(s) for the disciplinary hearing being held.

3.4.5 The Member against whom the complaint has been filed will be entitled to make either oral or written submissions to the Committee. The above Member may be represented by an agent or counsel if he/she so elects.

3.4.6 The Committee shall hear the complaint and give reasons for its decisions.

3.4.7 Depending on the gravity of the offense the Committee may:
i) issue a warning, or
ii) refer the matter to the Board with their recommendations.

3.4.8 Where the matter is referred to the Board, the Board shall hold a second hearing.

Depending on the conclusion reached by the Board, the Board may:

- i) issue a letter of reprimand;
- ii) request an apology;
- iii) suspend the Member; or
- iv) expel the Member.

3.5 Termination of Membership

- 3.5.1 A member of the Club may resign his/her membership by notifying the club in writing of this intent and sending it to the Club's secretary at which time the Member shall be required to make payment of any financial indebtedness to the Club.
- 3.5.2 If a Member's dues remain unpaid 60 days after the first day of the fiscal year, the membership will be considered as lapsed and automatically terminated;
- 3.5.3 A Member may be expelled from the Club by the Board under Article 3.4.2 of the By-laws.

ARTICLE 4-HEAD OFFICE

Until changed in accordance with the Act, the Head Office of the Corporation shall be at the office of the Secretary which is currently 6604 Frederick St. Kilbride, ON, L0P 1G0

ARTICLE 5 – ORGANIZATION

5.1 First Directors

The first Directors of the Corporation shall hold office until the first Annual General Meeting, hereinafter called the "AGM", at which time such other Directors as the Board may decide shall be appointed.

5.2 Board of Directors

- 5.2.1 The Board shall be comprised of the President, Leaving President, First Vice-President, Second Vice-President, Secretary, Treasurer (or combined Secretary/Treasurer) plus a minimum of four (4) elected or appointed regional Directors representing a minimum of four @ of the six (6) regions across Canada: the six (6) regions being: British Columbia, the Prairie Provinces (Alberta, Saskatchewan, Manitoba), Ontario, Quebec, Atlantic Provinces and the Yukon and Northwest Territories. No more than three (3) Directors may be elected or appointed from any one region and Directors must reside in the region they represent.
- 5.2.2 The Board shall consist of Members in good standing with the CKC, all of whom shall also be Members in good standing of the ATCC and shall be residents of Canada.
- 5.2.3 The Board shall consist of at least three Directors at all times.
- 5.2.4 The property and business of the Club shall be managed by the Board of whom four shall constitute a Quorum.
- 5.2.5 Members of the Board shall be individuals eighteen years of age or older.
Executive Officers

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- 5.3.1 The Executive Officers shall be the President, the First Vice-President, the Second Vice-President, Secretary, and Treasurer. The Leaving President shall be a member of the Executive.
- 5.3.2 Where an executive office becomes vacant, such vacancies shall be filled by election of a majority vote of the Board, except that of a vacancy in the office of President. which shall automatically be filled by the First Vice-President.
- 5.3.3 Executive Officers shall hold office for a two year period immediately following election.
- 5.3.4 The Regional Directors will be appointed by the Executive with the approval of the members present at the annual meeting. The Regional Directors shall act in an advisory capacity to the Executive and will be invited to attend all Executive meetings and shall have a vote.
- 5.3.5 The Executive shall appoint any committees it deems necessary to further the aims of the Club. Committee members shall receive no remuneration for serving as such.

ARTICLE 6- POWERS AND DUTIES OF EXECUTIVE OFFICERS

6.1 The President

- A) shall be Chief Executive Officer;
- B) shall automatically be a member of all committees other than the Disciplinary Committee;
- C) shall be the chairperson of all general and executive meetings.

6.2 The Leaving President

- A) shall act as an advisor to the President.

6.3 The First Vice-President

- A) shall perform all the duties and exercise the powers of the President in case of the President's death, absence, or incapacity;
- B) shall fulfill the duties of any absent Executive Officer.

6.4 The Second Vice-President

- A) shall assist the President and Vice-President;
- B) shall perform the duties of the Vice-President in the Vice-President's absence or incapacity or any other position on the Executive as necessary.

6.5 The Secretary

- A) shall keep record of all meetings of the Club;
- B) shall have charge of the correspondence;
- C) shall notify new Members of their election to membership;
- D) shall notify Officers of their election to office;
- E) shall keep a roll of the Members with their addresses;
- F) shall carry out such other duties as are prescribed in these By-Laws or as the Board may decide;

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- G) shall have custody of the corporate seal;
- H) shall act as the Election Officer in charge of mailing out Ballots and Proxy votes unless otherwise designated by the Executive.

6.6 The Treasurer

- A) shall receive all funds of the Club.
- B) shall deposit the same in a chartered bank as approved by the Board in an account in the name of the Club.
- C) shall keep books opened at all times for inspection by the Executive and any Member at his or her request.
- D) shall give a financial report at each meeting.

ARTICLE 7 - CONDUCTING CLUB BUSINESS

7.1 EXECUTION OF DOCUMENTS

- 7.1.1 Contracts, documents or any instruments in writing requiring the signature of the corporation, shall be signed by any two Executive Officers being the President and one other Executive Officer and all contracts, documents and instruments in writing so signed shall be binding upon the corporation without any further authorization or formality.
- 7.1.2 All banking documents and cheques may only be signed by either the President or the Secretary, and the Treasurer.
- 7.1.3 No person or officer shall have the authority to bind the Club to any contract, document, instrument, or any other obligations unless duly authorized in writing by the Board.

7.2 MEETINGS

- 7.2.1 The AGM shall be held at such a place and date as may be determined by the Executive, but preferably in conjunction with the National Specialty. Notice specifying the date, time, place and reasons for holding such meeting shall be published in the Club newsletter, namely "The King's Herald", hereinafter called "the Club Newsletter". Where no notice is given in the aforesaid manner, a written notice shall be sent to all Members at least two weeks before the date fixed for the same and will contain enough information to allow the Member to make a reasoned decision.
- 7.2.2 At every AGM, in addition to any other business that may be transacted, the report of the Directors, the financial statement and the report of the auditors shall be presented.
- 7.2.3 General Meetings shall be held quarterly or at the discretion of the Executive. Notice specifying the date, time, place and reasons for holding such meeting shall be published in the Club newsletter.

Where no notice is given in the aforesaid manner, a written notice shall be sent to all Members specifying the date, time, place and reasons for holding such meeting.

7.2.4 The Board shall have power to call, at any time, a General Meeting of the Members of the Club.

7.2.5 The Board shall call a Special General Meeting of Members on written requisition of not less than 5% of the voting membership.

Notice specifying the date, time, place and reasons for holding such meeting shall be published in the Club newsletter.

Where no such notice is given in the aforesaid manner, a written notice shall be sent to all Members at least two weeks before the date fixed for the same and will contain enough information to allow the Member to make a reasoned decision.

A two thirds majority vote of Members present will prevail at Special General Meetings.

7.2.6 Seven Members at an Annual Meeting or regular General Meeting shall be a Quorum.

7.2.7 Only paid-up Members may vote at any meeting.

7.2.8 Executive Meetings shall be held at the discretion of the Executive at such place and date as may be determined by the Executive and written notice specifying the date, time, place and reasons for holding such meeting shall be mailed by the Secretary to each member of the Executive at least two weeks before the date fixed for the same.

Notice can only be waived by members of the Executive or Regional Directors who attend the meeting and verbally do so. Minutes of the Executive Meeting shall be recorded regularly in the Club's newsletter, The King's Herald.

7.3 Nominations

A nomination form will be sent out to the entire membership by the Election Officer. All nominations for office must be received by the Election Officer, in writing, prior to the deadline established. The Election Officer will notice all persons nominated and determine their willingness to stand.

7.4 Elections

Ballots listing the nominees proposed for election to each position along with an unmarked envelope and a coded envelope will be sent by the Election Officer to all Members in good standing by a specified time.

The Ballots may be mailed in to the Election Officer or cast at the AGM.

7.5 Voting

7.5.1 Mail-in-Ballots must be received by the Election Officer no later than four days before the Annual General Meeting. Mail-in-ballots must be

enclosed in an unmarked envelope within the coded envelope. Improperly mailed ballots will be treated as miss-marked ballots and will not be counted.

The mailed-in-ballots will be held unopened by the Election Officer as appointed by the Executive until the AGM when they will be opened, the senders code recorded by the Polling Clerk as appointed by the Executive, and the unmarked envelopes with the ballots enclosed placed in the ballot box.

7.5.2 Members attending the AGM may bring their ballot to the AGM and deposit same in the ballot box after being listed by a Polling Clerk.

7.5.3 Voting by proxy shall not be permitted.

7.5.4 Scrutinizers, at least two in number approved by the Members present at the AGM shall open the ballot box in private to count and report on the results of the balloting.

7.5.5 At all meetings, a majority vote shall prevail unless the Act or these bylaws otherwise provide. Each Member in good standing shall have one vote.

7.6 Order of Business

All meetings of the Members shall be conducted in an orderly manner in the following order of procedure:

- 1) Call the Members to order
- 2) Approval of the minutes for the previous General Meeting.
- 3) Reports of the Treasurer and Committees
- 4) Unfinished Business
- 5) New Business
- 6) General Discussion
- 7) Adjournment

Note: At the Annual Meeting, the election of Officers shall take place after Unfinished Business.

ARTICLE 8 . REGIONAL BRANCHES OF THE ATCC

8.1 The Board may approve Regional Branches, hereinafter call "Branches" of the ATCC from time to time. These Branches should be consistent with the geographic area of operation of the CKC Regions or combinations of Regions.

8.2 Branches shall fall under the mandate of the ATCC and are not officially recognized by the CKC. The Branch shall function in accordance with the Constitution and By-laws of the ATCC.

8.3 Individuals wishing to form a Branch of the ATCC must make a written request to the Secretary for Board consideration.

8.4 The Branches will further the aims of the ATCC and will be governed by an executive which is elected by Branch Members. The ATCC

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Executive shall appoint the Regional Director, who shall be approved at the AGM. The Regional Director shall become a Member of the ATCC Executive and the representative to the ATCC of all Branches in his/her Region.

- 8.5 The Branch may have their own bank account but must give a written financial report to the ATCC Treasurer upon request or at least once a year.
- 8.6 Branches may hold shows such as "Boosters" and "Floating Specialties" after application to the ATCC Executive and with the a majority vote at a ATCC General Meeting. The event will be deemed to be held by the ATCC and sponsored by the Branch club as the Branch is not accredited by the CKC and therefore may not hold CKC recognized events.
- 8.7 Branches will hold regular meetings, open to all Members of the Club, but only Branch Members may vote on Branch business.
- 8.8 All Members of the Branch must be Members of the ATCC.

ARTICLE 9 – FINANCE

- 9.1 The financial year of the Club shall commence on the 1st day of January and shall conclude on the 31st day of December.
- 9.2 The club shall not be conducted nor operated for profit and no part of any monies or remainder or residue from dues or donations to the club shall be to the benefit of any Member or individual.
- 9.3 All monies due or belonging to the Club shall be governed as per Article 6.6 Duties of the Treasurer.
- 9.4 The Auditor for the next year shall be appointed at the AGM.

ARTICLE 10 - MEMBERSHIP DUES

- 10.1 The membership shall be charged the prescribed fees.
- 10.2 A Member whose dues are not paid for the current year shall forfeit his/her voting rights.
- 10.3 The membership will be officially advised in the final issue of the year of the Newsletter of the necessity of renewing their membership for the following year. This shall be the only mandatory Members' notice for their dues, which shall be payable on or before the first day of January of each year.

ARTICLE 11 - AMENDMENTS

The Constitution and By-Laws must be reviewed at least every five years after the first year, by a committee appointed by the Executive at the end of the fourth year. The report of this committee must be passed by a majority vote of

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Members present or by proxy vote on the appropriate ATCC form at the AGM.

Any proposed change to the Constitution and By-Laws must be submitted in writing, by a mover and seconded, to the Secretary at least 30 days prior to the AGM and must be circulated by the Secretary to the membership at least two weeks prior to the meeting

No repeal or amendment shall be enforced or acted upon until it has received the approval of the Minister of Industry, Science and Technology.

ARTICLE 12 - DISSOLUTION

The Club may be dissolved at any time by the consent, in writing, of not less than two thirds of the Members; proxies are not permitted. After payment of all debts and liabilities of the Club, the property and assets of the Club shall be given to the Ontario Veterinary College, University of Guelph, for Canine Research.

ARTICLE 13 - PROTOCOL FOR BOOSTERS OR SPECIALTIES

- 13.1 ATCC "Boosters" may be held in any province following application for such being approved by a majority vote at a General Meeting. The ATCC would, as it has in the past, provide trophies to the co-coordinator of the Booster and would expect to receive any and all rebate funds, a premium list, a schedule, and show results for the Club's statistics and newsletter.
- 13.2 Regional "Floating Specialties" may be held following application for such being approved by a majority vote at a General Meeting and CKC approval . Application for CKC approval and all other references to the event will be headed "ATCC Floating Specialty". The administration and expenses will be the responsibility of the Regional Director holding the event. The ATCC would expect to receive any and all rebate funds, a premium list, a schedule, and show results for the Club's statistics and newsletter.
- 13.3 In the Ontario Region the ATCC Secretary, acting as provincial Show Secretary, will be directed to arrange two Boosters each year. The "Annual Specialty" show is held each year in conjunction with the ATCC AGM and is organized by the Specialty Show Chairperson. These two officials will supply the ATCC with any and all rebate funds, a premium list, a schedule, and show results for the Club's statistics and the newsletter.
- 13.4 The trophies on the current list of perpetual trophies will NOT leave the possession of the Trophy Chairperson without written direction from the Executive.